

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:) Case No. 3:16-bk-2230-PMG
RMS TITANIC, INC., *et al.*,¹) Chapter 11
Debtors.) Jointly Administered

**FIRST INTERIM APPLICATION OF STORCH AMINI PC,
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ATTORNEYS' FEES AND REIMBURSEMENT OF COSTS FOR
THE PERIOD SEPTEMBER 2, 2016-NOVEMBER 30, 2016**

NOTICE OF OPPORTUNITY TO OBJECT AND REQUEST HEARING

Pursuant to Local Rule 2002-4, the Court will consider this matter without further notice or hearing unless a party in interest files an objection within twenty-one days from the date set forth on the proof of service attached to this paper. If you object to the relief requested in this paper, you must file your response with the Clerk of the Court, United States Bankruptcy Court, 300 North Hogan Street, Suite 3-150, Jacksonville, Florida 32202, and serve a copy on counsel for the Official Committee of Unsecured Creditors, Jeffrey Chubak, Storch Amini PC, 140 East 45th Street, 25th Floor, New York, New York 10017, and any other appropriate persons within the time allowed.

If you file and serve a response within the time permitted, the Court may schedule and notify you of a hearing, or the Court may consider the response and may grant or deny the relief requested without a hearing. If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

¹ The Debtors in these cases, along with the last four digits of their respective federal tax identification numbers, are: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors' mailing address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Name of applicant:	Storch Amini PC
Period covered by interim fee application:	September 2, 2016-November 30, 2016
Amount of compensation requested:	\$56,609.10
Amount of expense reimbursement requested:	\$2,694.49
Total fees and expenses requested:	\$59,303.59
Payments received:	\$21,589.37
Unpaid amount requested:	\$37,714.22

Storch Amini PC (“Storch Amini”), as counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of RMS Titanic, Inc. and its debtor affiliates (together, the “Debtors”), applies, pursuant to Bankruptcy Code section 330, for an order (a) approving, on an interim basis, its compensation for services rendered during the period September 2, 2016 through November 30, 2016 (the “Application Period”), (b) authorizing the reimbursement of costs advanced during the Application Period, and (c) allowing the same as administrative expenses, and in support of this application states:

BACKGROUND

1. The Debtors commenced these chapter 11 cases on June 14, 2016.
2. On August 17, 2016, this Court entered an interim compensation order [ECF No. 141].
3. On August 24, 2016, the United States Trustee appointed the Creditors’ Committee [ECF No. 166].
4. On October 30, 2016, this Court entered an order approving Storch Amini’s employment as counsel to the Creditors’ Committee pursuant to Bankruptcy Code section 1103(a), *nunc pro tunc* to September 2, 2016 [ECF No. 249].

5. Pursuant to the interim compensation order, Storch Amini sent fee statements for each of September, October, and November 2016 to the notice parties specified therein seeking 80% of \$56,609.10 (\$45,287.28) as compensation for services rendered and \$2,694.49 as reimbursement of itemized charges and other expenses incurred on the Creditors' Committee's behalf.

6. As of the date hereof, Storch Amini received \$21,589.37 with respect to fees and expenses sought herein, representing 80% of fees and 100% of expenses covered by the September fee statement.

SUMMARY OF SERVICES RENDERED

7. Pursuant to Local Rule 2016-1(c)(2)(i)(3), the following is a summary of services rendered during the Application Period, organized by project category:

(a) B110: Case Administration (19.2 hours). Analyzed schedules of assets and liabilities, statements of financial affairs, and SEC filings and took informal discovery concerning the Debtors.

(b) B120: Asset Analysis and Recovery (4.8 hours). Analyzed sources of recovery (e.g., Titanic artifacts, D&O policies), and equity committee's claim against insured persons under D&O liability policies.

(c) B130: Asset Disposition (18.6 hours). Analyzed issues concerning France adversary proceeding, interfaced with estate professionals concerning potential artifact sale, and prepared opposition to intervention motion.

(d) B150: Meetings and Communications with Creditors (31.0 hours). Held regular meetings with Creditors' Committee, developed a committee restructuring website (jndla.com/cases//premiercommittee), and corresponded with other creditors concerning these cases.

(e) B160: Fee/Employment Applications (27.2 hours). Filed employment application, reviewed and analyzed other professionals' employment applications, monthly fee statements, and interim fee applications, and objected to the Debtors' application to employ Dentons US LLP, resulting in their withdrawal of the same.

(f) B210: Business Operations (6.0 hours). Interfaced with estate professionals concerning efforts to monetize Debtors' intellectual property assets, and analyzed financial information concerning the Debtors and their nondebtor subsidiaries.

(g) B230: Financing/Cash Collections (5.5 hours). Analyzed secured creditors' loan documents, financing statements, and preference exposure, and negotiated cash collateral order.

(h) B250: Real Estate (7.2 hours). Analyzed adversary proceeding, contested matters with landlord and general contractor for New York lease location, and provided comments on settlement.

(i) B310: Claim Administration and Objection (3.5 hours). Reviewed claims register and analyzed claims; attention to equity committee's motion to extend claims bar date.

(j) B320: Plan and Disclosure Statement (9.0 hours). Analyzed potential plan structures; attention to exclusivity-related matters.

BASIS FOR RELIEF REQUESTED

8. The compensation and expense reimbursement requested herein is allowable under the multifactor test for evaluating fee applications under Bankruptcy Code section 330 set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714,

717-19 (5th Cir. 1974), made applicable by *Grant v. George Schumann Tire & Battery Co.*, 908 F.2d 874 (11th Cir. 1990). Applicable *Johnson* factors are as follows:

(a) Time and Labor Required. Storch Amini expended 123.4 hours in performing services as counsel for the Creditors' Committee during the Application Period. Monthly fee statements covering the Application Period detailing services rendered and itemized expenses incurred by Storch Amini are attached as Exhibit 1.

(b) Novelty and Difficulty of Questions Presented. This chapter 11 case is large and complex, and not just from a balance sheet perspective: any disposition of Titanic artifacts requires consideration of the interplay between the Bankruptcy Code and Revised Covenants and Conditions governing the Debtors' *in specie* salvage award of Titanic artifacts (reported at 742 F. Supp. 2d 784); the Debtors have numerous leases, and possess potential causes of action against insider lenders for the avoidance of their security interests; a significant portion of the Debtors' business is operated through foreign, nondebtor subsidiaries; and the Debtors are a public company that entered into a complex merger transaction and restated their financial statements during the year preceding the petition date.

(c) Skill Required to Perform Professional Services. The Creditors' Committee selected Storch Amini as its counsel because of its extensive chapter 11 experience.

(d) Preclusion of Other Employment Due to Acceptance of Case. Storch Amini devoted substantial time and resources to this case, to the preclusion of attention to other matters.

(e) Customary Fees. Storch Amini believes the fees requested and hourly rates set forth herein are consistent with fees typically charged for the type of

services rendered in cases of this magnitude and complexity. The hourly fees charged by the individual attorneys and paralegals working on this matter are as follows:

Name	Year admitted	Hours worked	Hourly rate	Bill amount
Jeffrey Chubak	2007	123.4	\$450	\$55,530.00
Adam Engel	N/A (Paralegal)	10.9	\$99	\$1,079.10

(f) Whether Fee is Fixed or Contingent. Pursuant to Bankruptcy Code section 330(a), Storch Amini's fee is subject to court approval, but is not otherwise contingent.

(g) Time Limits Imposed by Debtors or Other Circumstances. This factor is inapplicable.

(h) Amount Involved and Results Obtained. As noted above, this case is complex. Storch Amini is working with the Debtors and the equity committee to ensure that a confirmable plan will be proposed that will provide for payment in full of allowed unsecured claims.

(i) Experience, Reputation, and Ability of the Professional. Storch Amini has extensive experience in bankruptcy matters.

(j) Undesirability of Case. This factor is inapplicable.

(k) Nature and Length of Professional Relationship. Storch Amini was employed to render bankruptcy advice and serve as counsel to the Creditors' Committee in this case and has rendered services since September 2, 2016.

(l) Awards in Similar Cases. Storch Amini believes its fee application is in keeping with similar applications for compensation and reimbursement of expenses by committee counsel in comparable cases.

9. In addition, pursuant to Paragraph (b)(1)(v) of the United States Trustee's guidelines for reviewing fee applications, members of the Creditors' Committee have been given the opportunity to review this application and have approved the amount requested herein.

WHEREFORE, Storch Amini respectfully requests that this Court (a) approve and allow, on an interim basis and as an administrative expense, \$56,609.10 as compensation for professional services rendered during the Application Period and \$2,694.49 in expense reimbursements during such period, for a total of \$59,303.59, and (b) grant such further relief as is deemed appropriate.

Dated: December 20, 2016

Jeffrey Chubak (admitted *pro hac vice*)
STORCH AMINI PC
140 East 45th Street, 25th Floor
New York, New York 10017
(212) 490-4100
(212) 490-4208 (Facsimile)
jchubak@storcharmini.com

- and -

THAMES MARKEY & HEEKIN, P.A.

/s/ *Richard R. Thames*
By _____
Richard R. Thames
Robert A. Heekin

Florida Bar No. 0718459
Florida Bar No. 652083
50 North Laura Street, Suite 1600
Jacksonville, Florida 32202
(904) 358-4000
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Attorneys for the Official Committee
of Unsecured Creditors

Certificate of Service

I hereby certify that on December 20, 2016, the foregoing pleading was transmitted to the Clerk of the Court for uploading to the Case Management/Electronic Case Files System, which will send a notice of electronic filing to all parties who have consented to receiving electronic notifications in this case. I further certify that on, December 20, 2016, copies of the foregoing were furnished by U.S. Mail, postage prepaid to the following:

417 5th Ave Real Estate, LLC c/o Sebastian Capital, Inc. 417 Fifth Avenue New York, NY 10016	A-1 Storage and Crane 2482 197th Avenue Manchester, IA 52057	ABC Imaging 1155 21st Street NW Suite M400 Washington, DC 20036
A.N. Deringer, Inc. PO Box 11349 Succursale Centre-Ville Montreal, QC H3C 5H1	ATS, Inc. 1900 W. Anaheim Street Long Beach, CA 90813	Broadway Video 30 Rockefeller Plaza 54th Floor New York, NY 10112
CBS Outdoor/Outfront Media 185 US Highway 48 Fairfield, NJ 07004	Dentons Canada LLP 250 Howe Street 20th Floor Vancouver, BC V6C 3R8	Enterprise Rent-A-Car Canada 709 Miner Avenue Scarborough, ON M1B 6B6
Expedia, Inc. 10190 Covington Cross Drive Las Vegas, NV 89144	Lange Feng 15953 107th Avenue Surrey, BC V4N 5N7	George F. Eyde LLC 300 S. Washington Square Suite 400 Lansing, MI 48933
George Young Company 509 Heron Drive Swedesboro, NJ 08085	Gowling Lafleur Henderson 550-2300 Burrard Street Vancouver, BC V6C 2B5	Hoffen Global Ltd. 305 Crosstree Lane Atlanta, GA 30328
Kirvin Doak Communications 7935 W. Sahara Avenue Las Vegas, NV 89117	MNP LLP 15303 - 31st Avenue Suite 301 Surrey, BC V3Z 6X2	Morris Visitor Publications PO Box 1584 Augusta, GA 30903
NASDAQ Stock Market, LLC 805 King Farm Blvd. Rockville, MD 20850	National Geographic Society 1145 - 17th Avenue NW Washington, DC 20036	NYC Dept. of Finance PO Box 3646 New York, NY 10008

NY Dept. of Taxation and Finance Attn: Office of Counsel W.A. Harriman Campus Bldg. 9 Albany, NY 12227	NY Dept. of Taxation and Finance PO Box 4127 Binghamton, NY 13902	PacBridge Limited Partners 22/F Fung House 19-20 Connaught Road
Central Hong Kong Pallet Rack Surplus, Inc. 1981 Old Covington Cross Rd NE Conyers, GA 30013	Ramparts, Inc. d/b/a Luxor Hotel and Casino 3900 Las Vegas Blvd. South Las Vegas, NV 89119	Screen Actors Guild 1900 Broadway 5th Floor New York, NY 10023
Seaventures, Ltd. 5603 Oxford Moor Blvd. Windemere, FL 34786	Soprintendenza Archeologica di Napoli e Pompei Piazza Museo 19 Naples, Italy 80135	Structure Tone, Inc. 770 Broadway 9th Floor New York, NY 10003
Syzygy3, Inc. 1350 6th Avenue 2nd Floor New York, NY 10019	Time Out New York 475 Tenth Avenue 12th Floor New York, NY 10018	TPL 3340 Peachtree Road Suite 2140 Atlanta, GA 30326
TSX Operating Co. 70 West 40th Street 9th Floor New York, NY 10018	Verifone, Inc. 300 S. Park Place Blvd. Clearwater, FL 33759	Sam Weiser 565 Willow Road Winnetka, IL 60093
WNBC - NBC Universal Media 30 Rockefeller Center New York, NY 10112	Jihe Zhang 59 Dongsanhuan Middle Road Fuli Shuangzi Towers, Building A Suite 2606, Chaoyang Dist. Beijing, China 100021	Haiping Zou Unit 110-115 Wanke Qingqing Homeland Doucezhuang, Chaoyang Dist. Beijing, China 100021

/s/ Richard R. Thames

Attorney

EXHIBIT 1

Monthly Fee Statements

STORCH AMINI & MUNVES PC

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Braziel

October 07, 2016
 File #7985.01

Invoice # 29480

Professional Services

		<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>			
9/6/2016 JC	Teleconference with R. Thames re: major issues in case (.7); draft agenda for initial discussion with debtors' counsel and email with R. Thames re: same and discovery requests for debtors' counsel (1.4)	2.10	945.00
9/8/2016 JC	Teleconference with D. Blanks, B. Wainger re: key issues in case	1.00	450.00
9/9/2016 JC	Revise discovery request from debtor and email with R. Thames re: same (.5); email with B. Wainger, D. Blanks re: foregoing (.3)	0.80	360.00
9/12/2016 JC	Teleconference with P. Gurfein, J. Brown and R. Thames re: key issues in case (1); follow-up conference with foregoing and debtors counsel (.5)	1.50	675.00
9/14/2016 JC	Email with D. Blanks, B. Wainger re: submission of revised schedules for non-shell debtors and additional document requests	0.40	180.00
9/15/2016 JC	Teleconference with D. Blanks re: schedule amendments, France adversary and proof of service/default (.3); follow up email with committee members (.2)	0.50	225.00
9/16/2016 JC	Email with D. Blanks (.2); review amended schedules filed by non-shell debtors (.4)	0.60	270.00
9/19/2016 JC	Teleconference with debtors and equity committees counsel	0.60	270.00
9/22/2016 JC	Attention to pro hac motion	0.10	45.00
9/23/2016 JC	Teleconference, email with P. Gurfein re: informal discovery requests	0.30	135.00
9/26/2016 JC	Teleconference with D. Blanks, B. Wainger, P. Gurfein, J. Brown re: various issues	1.10	495.00
9/27/2016 AE	Research and communications re: payment of special admission PHV fee with Florida District Court	1.50	148.50

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			Hours	Amount
9/28/2016 JC	Email with R. Thames re: deadline to file exclusivity motion		0.20	90.00
9/29/2016 AE	Prepared check and forms for payment of Special Admission PHV Florida fee; sent documents to court		0.90	89.10
	SUBTOTAL:		[11.60]	4,377.60]
	<u>B120 - Asset Analysis and Recovery</u>			
9/8/2016 JC	Email with T. Braziel re: [REDACTED]		0.30	135.00
9/26/2016 JC	Review DinoKing financial data		0.40	180.00
9/30/2016 JC	Email with D. Blanks, B. Wainger re: D&O-related matters and review primary policy (.5); review S. Weiser separation agreement and email with B. Wainger re: same (.2)		0.70	315.00
	SUBTOTAL:		[1.40]	630.00]
	<u>B130 - Asset Disposition</u>			
9/4/2016 JC	Analysis of covenants and conditions, '87 charter, process verbal, July 2016 correspondence and email with R. Thames concerning debtors' litigation strategy		1.40	630.00
9/6/2016 JC	Research re: litigation resulting in covenants and conditions and review prior decisions entered in connection with Maritime litigation		1.80	810.00
9/7/2016 JC	Email with R. Thames, D. Blanks, B. Wainger re: draft agenda (.3); teleconference with D. Blanks, B. Wainger re: litigation/sale strategy (1)		1.30	585.00
9/16/2016 JC	Review NOAA FAQs re: covenants and conditions		0.40	180.00
9/21/2016 JC	Review proof of service in France adversary		0.10	45.00
	SUBTOTAL:		[5.00]	2,250.00]
	<u>B150 - Meetings of and Communications with Creditors</u>			
9/6/2016 JC	Email with committee re: [REDACTED] next steps and administrative matters		1.30	585.00
9/7/2016 JC	Email with committee re: [REDACTED] and contemplated next steps in connection with [REDACTED] (.7); markup 1102(b)(3) motion and email with R. Thames re: same (1.3)		2.00	900.00

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			Hours	Amount
9/8/2016	JC	Finalize bylaws and email with R. Thames re: same (.7); draft agenda for upcoming committee call and email committee re: same (.4)	1.10	495.00
9/9/2016	JC	Email with committee re: [REDACTED] (.2); email, teleconference with T. Vandell re: establishment of committee website (.3); follow-up email with R. Thames re: same (.2); draft letter to creditors re: bar date (.5); review and comment on draft 1102(b)(3) motion; email with R. Thames re: same (.5)	1.70	765.00
9/12/2016	JC	Draft outline/design for committee websites	1.40	630.00
9/13/2016	JC	Finalize bylaws and circulate same to committee	0.40	180.00
9/14/2016	JC	Preparation for committee call (.3); teleconference with committee (1.5); finalize letter re: bar date and emails with A. Abbott re: same (.3); email with T. Vandell, P. Gurfein re: committee website content/design (.8)	2.90	1,305.00
9/15/2016	JC	Email with committee members re: restructuring website and related mailing (.4); email with A. Abbott re: creditor matrix/mailing-related matters (.2)	0.60	270.00
9/19/2016	JC	Email with A. Santos re: bar date letter mailing; delete unnecessary addresses from debtors creditor matrix (.5); draft agenda for committee meeting (.3)	0.80	360.00
	AE	Prepare bar date notice mailing	5.20	514.80
9/21/2016	JC	Teleconference with committee (1); preparation for same (.2)	1.20	540.00
9/22/2016	JC	Email with committee re: [REDACTED]	0.40	180.00
9/26/2016	JC	Draft agenda for upcoming committee call	0.10	45.00
9/28/2016	JC	Teleconference with committee re: [REDACTED] (1.1); follow-up email with committee members re: [REDACTED] (.3)	1.40	630.00
9/30/2016	JC	Email with committee re: [REDACTED]	0.30	135.00
SUBTOTAL:			[20.80]	7,534.80]
<u>B160 - Fee/Employment Applications</u>				
9/2/2016	JC	Research, draft employment application and review conflicts data in connection with same	2.30	1,035.00

Official Committee of Unsecured Creditors of RMS Titanic

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			Hours	Amount
9/4/2016 JC	Email with A. Santos re: further names for conflicts check; review documents from Shuttle/D'Addario litigations (.7); draft employment application (2.8); email confirmatory FRBP5002 questionnaire (.3)	3.80	1,710.00	
9/7/2016 JC	Finalize retention papers and circulate same to committee for review/approval (1); email with R. Thames re: filing same (.4)	1.40	630.00	
9/16/2016 JC	Review equity committee employment applications (.6); analysis re: request for payment of pre-committee-formation fees (.5); email with R. Thames re: same (.3)	1.40	630.00	
9/21/2016 JC	Email re: GlassRatner employment application	0.20	90.00	
9/29/2016 JC	Markup proposed form of order approving retention and email with R. Thames re: same	0.20	90.00	
9/30/2016 JC	Email with D. Blanks re: Dentons retention application (.1); review Dentons and GlassRatner retention applications (.5); teleconference with P. Gurfein re: same (.4)	1.00	450.00	
SUBTOTAL:		[10.30]	4,635.00]	
<u>B180 - Avoidance Action Analysis</u>				
9/4/2016 JC	Research re: perfection date of secured debt; review retention applications; email with R. Thames re: debtors' counsel Pillowtex/329 disclosures and avoidance of financing statement	1.20	540.00	
9/26/2016 JC	Email with P. Gurfein re: loan documentation for insider lenders and retrieve financing statement (.3); preference analysis with respect to same (.4)	0.70	315.00	
SUBTOTAL:		[1.90]	855.00]	
<u>B185 - Assumption/Rejection of Leases and Contracts</u>				
9/30/2016 JC	Review motion to extend lease assumption/rejection deadline and exclusivity period	0.40	180.00	
SUBTOTAL:		[0.40]	180.00]	
<u>B210 - Business Operations</u>				
9/2/2016 JC	Review SEC filings to assess debtors' cash flow from operations (.9); retrieve, review similar data from monthly operating reports (.6)	1.50	675.00	

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			<u>Hours</u>	<u>Amount</u>
9/4/2016 JC	Email with R. Thames re: [REDACTED]		0.30	135.00
9/22/2016 JC	Review monthly operating reports		0.30	135.00
9/30/2016 JC	Email with B. Wainger re: additional financial information re: Canadian entities		0.10	45.00

SUBTOTAL:	[2.20	990.00]
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B230 - Financing/Cash Collections

9/4/2016 JC	Review MORs relating to payment of secured debt (.3); email with R. Thames re: [REDACTED] (.3)	0.60	270.00
9/21/2016 JC	Analysis of cash collateral budget; email with B. Wainger, D. Blanks, P. Gurfein, D. Brown re: same (.4); teleconference with P. Gurfein re: same (.2)	0.60	270.00
9/26/2016 JC	Review and comment on cash collateral motion and order (.5); email with R. Thames re: same (.2)	0.70	315.00
9/27/2016 JC	Further markup of R. Thames cash comments to cash collateral pleading (.5); teleconference with R. Thames re: same (.2)	0.70	315.00
9/30/2016 JC	Markup cash collateral order and email with P. Gurfein re: same (.4); teleconference with P. Gurfein, S. Grossman re: cash collateral motion and potential avoidance of insider's security interests (.8)	1.20	540.00

SUBTOTAL:	[3.80	1,710.00]
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B250 - Real Estate

9/4/2016 JC	Review pleadings filed in connection with Bank of America stay relief motion, landlord adversary proceeding, Structure Tone stay relief motion and mediation (1.2); email with R. Thames re: same (.3)	1.50	675.00
9/8/2016 JC	Teleconference with R. Thames re: [REDACTED]	0.30	135.00
9/19/2016 JC	Review form of mediation order; email with R. Thames re: same	0.20	90.00
9/22/2016 JC	Attention to emails re: Orlando lease and review related terms	0.40	180.00
9/23/2016 JC	Teleconference with P. Gurfein re: Structure Tone settlement discussions (.2); email with B. Wainger re: litigation history, NY lien law and pass-through contract (.2)	0.40	180.00

Official Committee of Unsecured Creditors of RMS Titanic

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			<u>Hours</u>	<u>Amount</u>
9/26/2016	JC	Review motion to enter into Orlando lease and lease	0.70	315.00
9/27/2016	JC	Attend telephonic hearing on Orlando lease motion (.6); email with R. Thames re: [REDACTED] (.3)	0.90	405.00
9/28/2016	JC	Review form of order with respect to Orlando lease motion and email with D. Blanks re: same	0.20	90.00
9/29/2016	JC	Email with D. Blanks, P. Gurfine re: resolution of Structure Tone settlement	0.20	90.00
SUBTOTAL:			[4.80]	2,160.00]

B310 - Claims Administration and Objections

9/6/2016	JC	Review Armada claim and docket of related Illinois litigation	1.30	585.00
SUBTOTAL:			[1.30]	585.00]

For professional services rendered **63.50 \$25,907.40**

Disbursements:

			<u>Qty/Price</u>
<u>Bankruptcy</u>			
9/4/2016	Taxi		1 48.29
	Taxi - JC home		48.29
9/6/2016	Meals		1 20.34
	Meals - Dinner for JC		20.34
	Taxi		1 50.89
	Taxi - JC home		50.89
9/7/2016	Taxi		1 51.86
	Taxi - JC home		51.86
9/8/2016	Meals		1 15.39
	Meals - Dinner for JC		15.39
9/14/2016	Telephone		1 18.88
	Telephone - Level 3 Communications, LLC invoice 9035335082 - Conference call		18.88

Official Committee of Unsecured Creditors of RMS Titanic

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		<u>Qty/Price</u>	<u>Amount</u>
9/21/2016	Telephone Telephone - Level 3 Communications, LLC invoice 9035335082 - Conference call	1 13.57	13.57
9/27/2016	Telephone Telephone - CourtCall invoice 7867099 - Telephonic hearing	1 30.00	30.00
9/29/2016	Filing Fee Filing Fee - Clerk, U.S. District Court - Pro Hac Vice admission for JC in Florida District Court	1 150.00	150.00
9/30/2016	Photocopying Photocopies and direct to copier print jobs for September 2016	1,600 0.10	160.00
	Postage Postage charges for September 2016	1 225.55	225.55
	Research Research - Westlaw charges for September 2016	1 9.68	9.68
	Research Research- Pacer charges for September 2016	1 69.00	69.00
SUBTOTAL:			[863.45]
Total costs			\$863.45
Total amount of this bill			\$26,770.85
Balance due			\$26,770.85

Attorney Summary

Name	Hours	Rate	Amount
Jeff Chubak - Associate	55.90	450.00	\$25,155.00
Adam Engel - Paralegal	7.60	99.00	\$752.40

STORCH AMINI P.C.

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Braziel

November 10, 2016
 File #7985.01

Invoice # 29546

Professional Services

			<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>				
10/4/2016	AE	Follow up calls and research with Florida district court re: JC pro hac vice application status and procedure	0.50	49.50
10/5/2016	JC	Draft compliance notice and file same	0.10	45.00
	AE	Finalized processing of JC pro hac vice application in Florida; communications with clerks of court; drafted and filed notice of compliance re: payment of pro hac vice fee	1.00	99.00
SUBTOTAL:			[1.60]	193.50]
<u>B120 - Asset Analysis and Recovery</u>				
10/5/2016	JC	Teleconference with P. Gurfein re: D&O claim analysis, demand under primary policy (.4); review 8-k re: restated financials (.2)	0.60	270.00
10/6/2016	JC	Email with D. Blanks, B. Wainger re: D&O claim analysis	0.10	45.00
10/11/2016	JC	Email with E. Summers re: meeting with M. Little	0.20	90.00
SUBTOTAL:			[0.90]	405.00]
<u>B130 - Asset Disposition</u>				
10/5/2016	JC	Research re: service of foreign sovereign (1.2); teleconference with P. Gurfein re: service in adversary (.2); email with D. Blanks re: same (.3)	1.70	765.00
10/20/2016	JC	Review letter from French environmental minister (.2); email with D. Blanks, L. Wedekind re: steps to obtain judgment in France adversary (.2)	0.40	180.00

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			Hours	Amount
10/31/2016 JC	Teleconference with D. Blanks, B. Wainger re: service issues in France adversary (.4); research re: whether bankruptcy court can enter default absent proper service, 4(m) deadline and email with debtor's counsel re: same (.5)		0.90	405.00
	SUBTOTAL:		[3.00	1,350.00]
	<u>B150 - Meetings of and Communications with Creditors</u>			
10/5/2016 JC	Email with CBSC Capital Inc. (F. Ahmad) re: bar date letter (.2); follow up with D. Blanks re: same (.1); email with committee members re: [REDACTED] (.5)		0.80	360.00
10/7/2016 JC	Email with committee re: [REDACTED]		0.40	180.00
10/12/2016 JC	Teleconference with creditors' committee re: [REDACTED]		1.10	495.00
10/16/2016 JC	Email with committee members re: [REDACTED]		0.20	90.00
10/20/2016 JC	Email with R. Heekin, R. Thames re: [REDACTED]		0.40	180.00
10/23/2016 JC	Teleconference with R. Heekin, R. Thames re: [REDACTED]		0.50	225.00
10/26/2016 JC	Email, teleconference with creditor (B. Gick) re: committee notice (.2); committee call re: [REDACTED] (1); follow up email with T. Braziel re: [REDACTED] (.3)		1.50	675.00
10/27/2016 JC	Email with creditors committee re: [REDACTED] incorporate comments to and review same (.5); email with R. Thames re: filing/service (.2)		0.70	315.00
	SUBTOTAL:		[5.60	2,520.00]
	<u>B160 - Fee/Employment Applications</u>			
10/5/2016 JC	Research, draft objection to Dentons and GlassRatner retention applications		1.20	540.00
10/7/2016 JC	Research, draft objection to Dentons and GlassRatner retention applications		1.40	630.00
10/10/2016 JC	Email with P. Gurfein re: Dentons Canada scheduled claim		0.10	45.00

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			Hours	Amount
10/14/2016	JC	Review amended Dentons application (.4); research re: conflict issues associated with verein structure (1); teleconference with D. Blanks re: same (.2)	1.60	720.00
10/16/2016	JC	Email with D. Blanks re: potential Dentons conflicts issues	0.20	90.00
10/19/2016	JC	Review GlassRatner engagement letter; email with committee members re: same	0.40	180.00
10/21/2016	JC	Teleconference with P. Gurfein re: Dentons objection, comment on same (.7); review equity committee GlassRatner objection (.4)	1.10	495.00
10/26/2016	JC	Email with O. Pinkas (.2); research, draft objection to Dentons retention application (3); email with committee re: same (.2)	3.40	1,530.00
10/28/2016	JC	Review equity committee employment application for financial advisor (.5); research and analysis re: contemplated application to employ CRO (.4); email with committee members re: foregoing (.5)	1.40	630.00
10/31/2016	JC	Teleconference with D. Blanks, B. Wainger re: Dentons objection, GlassRatner application	0.50	225.00
SUBTOTAL:			[11.30]	5,085.00]
<u>B210 - Business Operations</u>				
10/11/2016	JC	Review press release (.2); email with committee re: additional information provided by debtors re: monetization of IP assets (.4)	0.60	270.00
10/12/2016	JC	Review P. Gurfein letter re: IP assets	0.20	90.00
10/14/2016	JC	Review D. Blanks response to P. Gurfein letter re: monetization of IP assets	0.40	180.00
10/19/2016	JC	Review financial data provided by J. Henshall (.3); email with committee members re: same (.2)	0.50	225.00
10/31/2016	JC	Review unaudited financials circulated by J. Henshall (.3); email with committee re: same (.2)	0.50	225.00
SUBTOTAL:			[2.20]	990.00]
<u>B230 - Financing/Cash Collections</u>				
10/14/2016	JC	Review Form 8-K to confirm funding dates for notes	0.20	90.00
SUBTOTAL:			[0.20]	90.00]

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			Hours	Amount
<u>B250 - Real Estate</u>				
10/5/2016	JC	Review Structure Tone settlement proposal from B. Wainger and email with debtors' counsel re: same	0.20	90.00
SUBTOTAL:				
			[0.20]	90.00]
<u>B310 - Claims Administration and Objections</u>				
10/26/2016	JC	Review equity committee motion to extend bar date; research re: related 510(b) issues	0.50	225.00
10/27/2016	JC	Email with P. Gurfein re: motion to extend bar date (.3); email with committee members re: same (.2)	0.50	225.00
SUBTOTAL:				
			[1.00]	450.00]
<u>B320 - Plan and Disclosure Statement</u>				
10/5/2016	JC	Research, draft objection to debtors' request for emergency hearing on exclusivity motion	1.50	675.00
10/6/2016	JC	Teleconference with P. Gurfein, email with committee members re: debtors' request for emergency hearing (.4); research, draft limited objection to exclusivity motion (1)	1.40	630.00
10/7/2016	JC	Research, draft objection to exclusivity motion	1.80	810.00
	AE	Filing of exclusivity objection and service on all parties	1.80	178.20
10/11/2016	JC	Markup bridge exclusivity order and email with D. Blanks re: same (.5); teleconference with D. Blanks, P. Gurfein re: various issues relating to pending motions (1)	1.50	675.00
10/12/2016	JC	Email with chambers re: bridge order	0.10	45.00
10/21/2016	JC	Review equity committee exclusivity objection	0.40	180.00
SUBTOTAL:				
			[8.50]	3,193.20]
For professional services rendered				
			34.50	\$14,366.70

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Disbursements:

		<u>Qty/Price</u>	<u>Amount</u>
<u>Bankruptcy</u>			
9/28/2016	Telephone Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	1 16.54	16.54
10/11/2016	Telephone Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	1 12.80	12.80
10/13/2016	Taxi Taxi - JC home	1 61.38	61.38
10/23/2016	Telephone Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	1 4.79	4.79
10/31/2016	Photocopying Photocopies and direct to copier print jobs for October 2016	150 0.10	15.00
	Postage Postage charges for October 2016	1 54.56	54.56
	Research Research - Westlaw charges for October 2016	1 1,518.96	1,518.96
SUBTOTAL:			[1,684.03]
Total costs			\$1,684.03
Total amount of this bill			\$16,050.73
Previous balance			\$26,770.85
Balance due			\$42,821.58

	Attorney Summary			
Name		Hours	Rate	Amount
Jeff Chubak - Associate		31.20	450.00	\$14,040.00
Adam Engel - Paralegal		3.30	99.00	\$326.70

STORCH AMINI P.C.

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Braziel

December 05, 2016
 File #7985.01

Invoice # 29640

Professional Services

			<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>				
11/6/2016	JC	Teleconference with P. Gurfein re: lack of 2015.3 disclosures (.4); research, draft motion to compel disclosures (3.6)	4.00	1,800.00
11/7/2016	JC	Teleconference with P. Gurfein re: Rule 2015.3 reports and case status	0.30	135.00
11/10/2016	JC	Teleconference with J. Henshall re: Rule 2015.3 disclosures	0.20	90.00
11/11/2016	JC	Email with R. Thames re: motion to compel (.2); review Rule Exchange Co, DinoKing Rule 2015.3 disclosures (.7)	0.90	405.00
11/16/2016	JC	Review motion to continue hearing on equity committee bar date motion and email with P. Gurfein, J. Brown re: same	0.30	135.00
11/18/2016	JC	Review equity committee motion to continue hearing on bar date extension motion (.2); email with J. Brown re: same (.1)	0.30	135.00
SUBTOTAL:			[6.00]	2,700.00]
<u>B120 - Asset Analysis and Recovery</u>				
11/1/2016	JC	Review equity committee demand letter (.4); teleconference with D. Blanks, B. Wainger re: same and Dentons application and France adversary service-related matters and equity committee motion (1)	1.40	630.00
11/8/2016	JC	Teleconference with P. Gurfein re: equity committee demand letter, D&O policies (.4); teleconference with T. Karcher (Proskauer, director's counsel) re: same (.4)	0.80	360.00
11/14/2016	JC	Teleconference, email with T. Karcher re: equity committee demand letter	0.30	135.00
SUBTOTAL:			[2.50]	1,125.00]

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			Hours	Amount
<u>B130 - Asset Disposition</u>				
11/4/2016	JC	Conference with S. Ware (AlizPartners) re: interest in potential Titanic collection purchase by Armada	0.50	225.00
11/6/2016	JC	Teleconference with C. Broussard re: case status, Armada interest in Titanic collection (.6); follow up teleconference with G. Wright re: case status and interest in Titanic collection (.5)	1.10	495.00
11/7/2016	JC	Teleconference with C. Broussard re: potential Armada bid, Armada claims	0.50	225.00
11/8/2016	JC	Teleconference with G. Wright re: potential Armada bid, Armada claims	0.60	270.00
11/10/2016	JC	Review France adversary default pleadings (.3); email with D. Blanks, B. Wainger re: France adversary proceeding service issues (.3)	0.60	270.00
11/16/2016	JC	Teleconference with P. Gurfein re: financial advisors' marketing, financing initiative, quarterly trust payments and related matters (.5); email with B. Wainger, D. Blanks re: Hague convention service (.3)	0.80	360.00
11/17/2016	JC	Teleconference with R. Glass re: sale process, potential plan structure and related matters	0.60	270.00
11/21/2016	JC	Teleconference with J. Cavender re: sale process; potential plan structure and related matters (.7); review equity committee motion to intervene in France adversary proceeding (.4); teleconference with P. Gurfein re: foregoing (.3); research, draft opposition to same (1.8)	3.20	1,440.00
11/23/2016	JC	Email with J. Warren (Bush Ross) re: Judge Glenn's Celotex intervention (with respect to equity committee intervention motion); research, draft opposition to intervention motion (1); review R. Thames comments to same (.2); teleconference with J. Cavender re: foregoing and Hague Convention service matters (.3)	1.50	675.00
11/28/2016	JC	Teleconference with J. Cavender re: equity committee motion to intervene	0.20	90.00
11/29/2016	JC	Email with J. Cavender re: use of USM-94/LLA-116 forms in connection with Hague Convention service (.2); teleconference with R. Thames re: same (.2)	0.40	180.00
11/30/2016	JC	Review Global marine docket vis-a-vis France adversary proceeding	0.60	270.00
SUBTOTAL:			[10.60]	4,770.00

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			Hours	Amount
<u>B150 - Meetings of and Communications with Creditors</u>				
11/2/2016	JC	Email with creditors committee re: bid-ask re: [REDACTED] (.7); follow-up emails with T. Braziel, E. Jones re: same (.2)	0.90	405.00
11/7/2016	JC	Email with committee re: [REDACTED]	0.60	270.00
11/9/2016	JC	Email with committee re: [REDACTED]	0.60	270.00
11/14/2016	JC	Email with committee re: [REDACTED]	0.50	225.00
11/15/2016	JC	Email with E. Jones re: [REDACTED]	0.20	90.00
11/23/2016	JC	Preparation for committee meeting (.3); teleconference with committee members re: [REDACTED] (1.1)	1.40	630.00
11/29/2016	JC	Email with committee re: [REDACTED]	0.40	180.00
SUBTOTAL:			[4.60]	2,070.00
<u>B160 - Fee/Employment Applications</u>				
11/11/2016	JC	Review equity committee monthly fee statement (.4); email with R. Thames, R. Heekin re: same (.2)	0.60	270.00
11/22/2016	JC	Review debtors' objection to Teneo employment application and debtors reply in support of GlassRatner employment application (.6); email with P. Gurfein re: same (.2)	0.80	360.00
11/23/2016	JC	Review equity committee protocol for sharing Teneo services and modification to proposed order and email with P. Gurfein re: same	0.40	180.00
11/27/2016	JC	Email with R. Thames re: Teneo information-sharing arrangement	0.30	135.00
11/28/2016	JC	Draft Teneo services sharing letter agreement between Creditors' and Equity Committees (1.7); email, teleconferences with P. Gurfein re: same (.4)	2.10	945.00
11/29/2016	JC	Review revised proposed forms of order and related stipulation (.5); telephonically attend hearing on employment applications (.6)	1.10	495.00

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			Hours	Amount
11/30/2016 JC	Finalize and execute letter agreement re: Teneo services (.2); email with J. Cavender re: interim fee order (.1)		0.30	135.00
	SUBTOTAL:		[5.60	2,520.00]
	<u>B210 - Business Operations</u>			
11/1/2016 JC	Review J. Henshall unaudited financial statements		0.30	135.00
11/8/2016 JC	Review J. Henshall unaudited financial statements		0.60	270.00
11/16/2016 JC	Email with D. Blanks re: permissibility of quarterly trust payments under Bankruptcy Code		0.20	90.00
11/22/2016 JC	Review J. Henshall unaudited financial statements		0.30	135.00
11/23/2016 JC	Email with T. Braziel re: participation in equity committee due diligence call with management re: operations and finance		0.20	90.00
	SUBTOTAL:		[1.60	720.00]
	<u>B230 - Financing/Cash Collections</u>			
11/2/2016 JC	Email with B. Wainger re: potential DIP financier		0.30	135.00
11/9/2016 JC	Email with D. Blanks re: cash collateral-related matters (.2); teleconference with each of R. Thames, D. Blanks and P. Gurfein re: professional fee carveout (.5)		0.70	315.00
11/11/2016 JC	Emails with debtors, equity committee, secured creditors' counsel re: comments to cash collateral order		0.30	135.00
11/22/2016 JC	Review cash collateral order circulated by D. Blanks (.1); email equity committee's, debtors', and secured lenders' counsel re: same (.1)		0.20	90.00
	SUBTOTAL:		[1.50	675.00]
	<u>B250 - Real Estate</u>			
11/3/2016 JC	Review lease summary tab prepared by J. Henshall		0.30	135.00
11/6/2016 JC	Review and comment on draft settlement stipulation resolving NYC lease issues save landlord claim (.7); email with D. Blanks, B. Wainger re: same (.3)		1.00	450.00
11/7/2016 JC	Review and comment on stipulations among debtors, Structure Tone, and Fifth Avenue landlord		0.70	315.00

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			Hours	Amount
11/15/2016	JC	Email with B. Wainger re: settlement status	0.20	90.00
		SUBTOTAL:	[2.20	990.00]
		<u>B310 - Claims Administration and Objections</u>		
11/7/2016	JC	Teleconference with P. Gurfein re: equity committee motion to extend claims bar date (.5); teleconference with B. Wainger re: same (.5)	1.00	450.00
11/15/2016	JC	Review correspondence from P. Gurfein re: bar date motion	0.20	90.00
		SUBTOTAL:	[1.20	540.00]
		<u>B320 - Plan and Disclosure Statement</u>		
11/29/2016	JC	Review Euclid motion to terminate exclusivity	0.50	225.00
		SUBTOTAL:	[0.50	225.00]
		For professional services rendered		36.30 \$16,335.00
		Disbursements:		
				<u>Qty/Price</u>
		<u>Bankruptcy</u>		
10/26/2016	Telephone	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	1 12.05	12.05
10/31/2016	Research	Research - Westlaw charges for October 2016 (Not included in last month's bill)	1 117.60	117.60
11/9/2016	Telephone	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	1 1.17	1.17
11/23/2016	Telephone	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	1 16.19	16.19
		SUBTOTAL:	[147.01]	
		Total costs		\$147.01

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	<u>Amount</u>
Total amount of this bill	\$16,482.01
Previous balance	\$42,821.58
12/2/2016 Payment - Thank You	(\$21,589.37)
Total payments and adjustments	(\$21,589.37)
Balance due	\$37,714.22

Name	Attorney Summary		
	Hours	Rate	Amount
Jeff Chubak - Associate	36.30	450.00	\$16,335.00